

Qwest

1801 California Street, 10th Floor Denwer, Colorado 80202 Phone 303 383-6614 Facsimile 303 298-8197 knsbn smith@qwest com

Kristin L. Smith Senior Attorney



VIA OVERNIGHT MAIL

January 17, 2004

Honorable Deborah Taylor Tate Chairman Tennessee Regulatory Authority 460 James Robertson Parkway Nashville, TN 37243-0505

RE: Petition of Qwest Communications Corporation to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services, Docket No. (5-00)9

Dear Chairman Tate,

Enclosed please find the original and thirteen (13) copies of the Petition to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services ("Petition") for filing with the Tennessee Regulatory Authority by Qwest Communications Corporation ("Qwest"), along with the \$25 filing fee.

Please also return the file-stamped copy in the enclosed self-addressed, stamped envelope. Thank you in advance for your assistance in this matter. Please do not hesitate to contact me with any questions or concerns regarding this Petition.

Respectfully submitted,

Krıstin L. Smıth

Attorney for Qwest Communications Corporation

Enclosures

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

In the Matter of

Petition of Qwest Communications Corporation to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services in Tennessee

Docket No.	
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PETITION OF QWEST COMMUNICATIONS CORPORATION TO AMEND ITS CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE FACILITIES-BASED INTEREXCHANGE SERVICES

KRISTIN L. SMITH
Senior Attorney - Regulatory
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Denver, Colorado 80202
Telephone: (303) 383-6614

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E-mail: Kristın.Smith@qwest.com

BEFORE THE TENNESSEE REGULATORY AUTHORITY NASHVILLE, TENNESSEE

In the Matter of

Petition of Qwest Communications Corporation
to Amend its Certificate of Public Convenience
and Necessity to Provide Facilities-Based
Interexchange Services in Tennessee

Docket No.	
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PETITION OF QWEST COMMUNICATIONS CORPORATION TO AMEND ITS CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE FACILITIES-BASED INTEREXCHANGE SERVICES

Pursuant to TCA § 65-4-201, Qwest Communications Corporation ("Qwest" or "Petitioner"), by its attorneys, submits this Petition to the Tennessee Regulatory Authority ("Authority" or "TRA") seeking to amend its Certificate of Public Convenience and Necessity to provide facilities-based interexchange services, and for all other related relief that may be required to fulfill the intents and purposes of this Petition. In accordance with TRA Rule 1220-4-8-.04, Petitioner sets forth, in support of its Petition, as follows that:

I. IDENTIFICATION OF PETITIONER

Qwest is a wholly-owned subsidiary of Qwest Communications International, Inc., which is a Delaware corporation with its principal offices and place of business located at 1801 California, Suite 5100, Denver, Colorado 80202. A copy of Qwest's Articles of Incorporation is attached as Exhibit A. Qwest has authority to transact business in Tennessee under the foreign corporation Certificate of Authority, a certified copy of which is also attached as Exhibit B. Qwest will provide the services requested herein under its legal name, Qwest Communications Corporation.

II. DESIGNATED REGULATORY CONTACTS FOR PETITIONER

Pleadings, notices, orders, and other correspondence and communications concerning this Petition and proceeding held thereon should be addressed to the undersigned counsel, as well as to:

Susan Mohr Acting Regional Director, Public Policy Qwest Services Corporation 1801 California Street Suite 4700 Denver, CO 80202

Phone: (303) 896-5959 Fax: (303) 896-2726

E-mail: susan.mohr@qwest.com

The customer service contact information for the Petitioner for ongoing local operations in Tennessee, including any issues for repair or maintenance, is:

Qwest Communications Corporation 1801 California Street, Suite 540 Denver, CO 80202

Phone: 888.524.0011 Website: www.qwest.com

III. EXISTING CERTIFICATIONS OF PETITIONER AND ITS AFFILIATES

As early as September 20, 1995, Qwest has been certificated under Docket Nos. 95-03130, 95-03280 and 95-03296 to provide resale interexchange telecommunications services in Tennessee. Qwest also has authority to provide local exchange telecommunications service under Case Nos. 99-00922 and 96-00783. Qwest holds some authority to provide at least one form, if not all forms, of facilities-based and resale local exchange, and facilities-based and resale interexchange services in Alabama, Arkansas, Arizona, California, Connecticut, Delaware, District of Columbia, Florida, Georgia, Hawaii, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri,

Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Puerto Rico, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin and Wyoming. Affiliates of Qwest, namely Qwest Interprise America, Inc. and USLD Communications, Inc., have also been certificated to provide telecommunications services in Tennessee.

IV. MANAGERIAL, FINANCIAL AND TECHNICAL ABILITY OF PETITIONER

Qwest possesses the managerial and technical expertise to provide facilities-based interexchange telecommunications services in Tennessee. In addition to such findings by many other States, the Authority has found that Qwest and its affiliates possess such expertise in authorizing the provision of a various services in Tennessee, including Qwest's provision of resale interexchange service. Qwest and its affiliates are, in fact, global leaders in broadband Internet-based communications. By strategically aligning with other world-class leaders, Qwest is helping customers of every type and size benefit from the full potential of the Internet.

At Qwest Communications International Inc., a team of experienced communications executives have come together under the leadership of Ameritech veteran Dick Notebaert to build not just a new-generation network, but also a full array of Internet-based applications, services and management that will help customers use the new broadband technologies to maximum advantage. In addition, the management biographies current principal corporate officers of Qwest are provided in Exhibit C.

Qwest also has the financial resources to provide the facilities-based and resold local exchange services proposed herein. By way of support demonstrating such

resources, Qwest provides in Exhibit D the Annual Report and the Statement 10-K filed with the Securities and Exchange Commission on behalf of Qwest Communications

International Inc., the parent company of Qwest. The financial statements certainly evidence the continued financial ability of Qwest to provide telecommunications services and to expand the offerings available to Tennessee consumers.

Because the managerial, technical and financial abilities of Qwest are well-documented in this Petition and demonstrated appropriately in Qwest's provision of local exchange and resale interexchange services in Tennessee, Qwest requests that the Commission waive the need for a hearing on the matter of Petition.

V. SERVICES TO BE OFFERED BY PETITIONER

Qwest combines the world's fastest, most powerful network with a line-up of hosting services, managed solutions, high-speed Internet access, private networks, wireless data and other technologies and applications that are redefining global communications around the power and potential of the Internet. To foster this type of global communications and continue to compete in the burgeoning telecommunications marketplace, Qwest must be in a position to offer expand the range of services it makes available to its customers. Accordingly, Qwest intends to offer facilities-based interexchange service throughout the State of Tennessee, in accordance with all applicable statutes, as well as regulation set forth by the Authority.

CONCLUSION

Accordingly, Qwest respectfully requests that the Authority grant its Petition of Qwest Communications Corporation to Amend its Certificate of Public Convenience and Necessity to Provide Facilities-Based Interexchange Services, along with all other associated relief that may be required to fulfill the intents and purposes of this Petition.

QWEST COMMUNICATIONS CORPORATION

KRISTIN L. SMITH

Senior Attorney - Regulatory 1801 California Street, 10th Floor Denver, Colorado 80202

Telephone: (303) 383-6614 Facsimile: (303) 298-8197

E-mail: Kristin.Smith@qwest.com

January 17, 2004

EXHIBIT A

ARTICLES OF INCORPORATION

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EVERGREEN LEASING CORPORATION", FILED IN THIS OFFICE ON THE TENTH DAY OF JUNE, A.D. 1966, AT 10 O'CLOCK A.M.



Darriet Smith Hindson
Harriet Smith Windson, Secretary of State

0642301 8100

030380231

AUTHENTICATION: 2481322

DATE: 06-18-03

CERTIFICATE OF INCORPORATION

OF

EVERGREEN LEASING CORPORATION

First: The name of the corporation is EVERGREEN LEASING CORPORATION

Second: Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its resident agent in the State of Delaware is The Corporation Trust Company; the address of sail resident agent is No. 100 West Tenth Street, Wilmington, Delaware.

Third: The nature of the business and the objects and purposes to be transacted, promoted find carried on are:

- 1. To own, construct, buy, sell, assign, lease
 (as either lessor or lessee), repair, equip, supply, maintain
 and deal in railroad freight cars and other equipment and
 rachinery of every kind and description, as well as devices
 and appliances of every kind and description which may be
 used or useful in connection with any equipment or machinery.
- 2. To buy, sell, establish, maintain, operate or develop systems, services, or procedures for heating, cooling, storing, warehousing, or otherwise protecting, safeguarding or caring for equipment, machinery, devices or property of every kind and description including articles, supplies and commodities which are being transported, loaded, unloaded, or stored.

- 3. To engage in, promote, contribute to, or arrange for, the conduct of research or development work relating to or useful in connection with any business of this corporation.
- 4. In furtherance and not in limitation of any powers conferred by the laws of the State of Delaware and of the objects and purposes referred to in the preceding paragraphs of this Article Third:
 - (a) To purchase or otherwise acquire, own, hold, develop, operate, mortgage, sell and convey, or demise, lease, let and hire business and residential properties, agricultural, timber, mineral and other lands, mines, deposits, quarries, ditches, water and water rights, and other real property of every kind and description or estates or interests therein:
 - (b) To purchase, manufacture, or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, lease let, hire, trade. deal in and deal with, goods, wares and merchandise and personal property of every kind and description;
 - (c) To purchace, lease, or otherwise acquire, own, hold, control, operate and use franchises, easements, grants, powers, permits, rights, licenses, privileges and immunities, and other property of every kind and description;
 - (d) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to

undertake or assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation, and to carry on any business or businesses so acquired and to do any and all things necessary or proper in connection therewith;

(e) To acquire by purchase, subscription or otherwise, or to underwrite, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof;

- (f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;
- (g) To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, conditional sale agreements, equipment trusts, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to purchase, hold, sell, pledge or otherwise dispose of such bonds or other obligations of the corporation;
- (h) To lend to any person, firm or corporation any of its funds, either with or without security;
- (i) To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

- (j) To guarantee the payment of dividends upon any capital stock or to endorse or otherwise guarantee the principal or interest, or both, of any bonds, debentures, notes, scrip, evidences of indebtedness or other obligations or securities of, or in the performance of any contract or obligations of, or in any other manner to aid, any other corporation or corporations, association or associations, domestic or foreign, or any firm or individual, in so far as the giving of such guaranty or aid may be permitted by law;
- (k) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names, relating to or useful in connection with any business of this corporation;
- (1) To have one or more offices and to conduct its business in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws thereof;
- (m) In general, to carry on any other business in connection with the foregoing, and to have and exercise all of the powers now or hereafter conferred by the laws of the State of Delaware, and to do any or all of the things herein soft forth to the same

extent as natural persons might or could do, subject, however, to the provisions of this Article Third.

Fourth: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000); all of such shares shall be without par value.

Fifth: The minimum amount of capital with which the corporation shall commence business is One Thousand Dollars (\$1,000).

Sixth: The names and places of residence of each of the incorporators are as follows:

Names

Residences

B. J. Consono

Wilmington, Delaware

F. J. Obara, Jr.

Wilmington, Delaware

A. D. Grier

Wilmington, Delaware

Seventh: The corporation is to have perpetual existence.

<u>Eighth</u>: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Ninth: In furtherance, and not in limitation, of the powers conferred by law, the Board of Directors is expressly authorized:

To make, alter and repeal the by-laws of the corporation.

To fix the consideration for which fully paid and non-assessable shares of the common stock without par value may be issued from time to time;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

To set apart out of any funds of the corporation available for dividends, a reserve or reserves for any proper purpose, or to abolish any such reserve in the manner in which it was created;

By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in said resolution or resolutions, or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it (such committee or committees to have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors);

Tenth: Meetings of stockholders and directors may be held without the State of Delaware if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes of the State of Delaware) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors or in the by-laws of the corporation.

Eleventh: At all elections of directors of this corporation each holder of record of stock possessing voting power shall be entitled to as many votes as shall equal the number of shares of his stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

Twelfth: Each director, officer or employee of the corporation, whether or not in office, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock or of which it is a creditor, or his personal representative, shall be indemnified by the corporation against claims, liabilities, expenses, and costs actually and necessarily incurred by him or his estate in connection with, or arising out of, any claim, action, or proceeding, civil, criminal or administrative, in which he may become involved, as a party or otherwise, by reason of his being, or having been, an officer director or employee, or by reason of any action alleged to have been taken or omitted by him in any of such capacities, except in relation to matters as to which he shall be adjudged in any action or proceeding to be liable for actual negligence or misconduct in the performance of his duties as such director, officer or employee.

The right of indemnification herein provided shall also apply in respect of any amount paid in compromise or settlement of any such claim asserted against such director, officer or employee, whether or not in connection with, or arising out of, an action or proceeding and shall include expenses and costs actually and necessarily incurred in connection therewith.

Thirteenth: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stock-holders herein are granted subject to this reservation.

WE, the undersigned, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 9th day of June , 1966.

B. J. Consero (SEAL)

(SEAL)

X (SEA)

STATE OF DELAWARE) ss.

BE IT REMEMBERED, that on this 9th day of June, A.D. 1966, personally came before me, A. Dana Atwell a Notary Public for the State of Delaware, B. J. Consono, F. J. Obara, Jr. and A.D. Grier the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein states are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

EXHIBIT B

AUTHORITY TO DO BUSINESS IN STATE OF TENNESSEE

Secretary of State **Division of Business Services** 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, Tennessee 37243

ISSUANCE DATE: 07/12/2004 REQUEST NUMBER: 041942025

CHARTER/QUALIFICATION DATE: 08/22/1994 STATUS: ACTIVE CORPORATE EXPIRATION DATE: PERPETUAL CONTROL NUMBER: 0282906 JURISDICTION: DELAWARE

TO: CFS 8161 HWY 100, 172 NASHVILLE, TN 37221 REQUESTED BY: CFS 8161 HWY 100, 172 NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT "QWEST COMMUNICATIONS CORPORATION"

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
2881 - 1758	08/22/1994 10/25/1994	QUAL-PROFIT ASSUMED-ADD	NAM DUR STK PRN OFC AGT INC MAL FYC
2908 - 0430 3010 - 1836 3216 - 2246	05/15/1995 09/16/1998	AMEND-QUAL-PROF AN RPT	x x x
3358-0276 3395-1236 4418-2078	06/27/1997 10/04/1997 02/13/2002	ASSUMED-ADD ASSUMED-ADD	
4418-2085 4446-2011	02/13/2002 02/13/2002 04/01/2002	MERGER MERGER AN RPT	
4862-0497	07/16/2003	ÁSSÚMÉD-ADD	

FOR: REQUEST FOR COPIES

ON DATE: 07/12/04

FEES

8161 HIGHWAY 100

FROM .

RECEIVED:

\$20.00

\$0.00

NASHVILLE, TN 37221-0000

TOTAL PAYMENT RECEIVED:

\$20.00

RECEIPT NUMBER: 00003551193 ACCOUNT NUMBER: 00101230

RILEY C DARNELL. SECRETARY OF STATE

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Appendix to Tennessee Application for Certificate of Authority

S4 1.7 22 PM 2: 29 Officers of Southern Pacific Telecommunications Company

1. ^. H. Hanson, President 555 17th Street Denver, Colorado 80202

A children of a children strategy

- S.E. Portas, Executive VP/Secretary
 555 17th Street
 Denver, Colorado 80202
- P.R. Geddis, Executive VP 555 17th Street Denver, Colorado 80202
- 4. B. Bianchino, Executive VP 555 17th Street Denver, Colorado 80202
- R.E. Pearce, Treasurer
 555 17th Street
 Denver, Colorado 80202
- 6. P. Cole, Compression 555 17th Street Denver, Colorado 80202

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State of Delaware

PAGE 1

Office of the Secretary of State

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RILEY CAROLIC SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN PACIFIC TELECOMMUNICATIONS COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAMARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO JAR AS THE HECORDS OF THE SHOW, AS OF THE PIPTEENTH DAY OF ADDUCT, A.D. 1994.

AND I DO REFER PURTHER CERTIFY THAT THE FRANCHISE TAXES

AUTHENTICATION

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DATE:

08-15-94

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P3013 0430

AFFLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME 94 ET 25 M II: 00

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Pursuiting to PRE Digitalons of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act. the undersigned corporation hereby submits this application:

- 1. The true name of the corporation is Southern Pacific Telecommunications Company.
- 2. The state or country of Incorporation is Delaware.
- 3. The corporation intends to transact business in Tennessee under an assumed corporate name.
- 4. The corporation is for profit.
- 5. The assume corporate name the corporation proposes to use is SP Telecom...

(NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.)

September 20 .1994

> Southern Pacific Telecommunications Company

Bianchino, Executive Vice President

(TENN. - 1748 - 3/1/89)

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		he Tennessoe Business Corporab		
corporation acreey applif for that purpose sets forth	en ton no new tangen ceastificate of a	ne I expense Business Corporati uthority to transact business in the	on Act, the undersigned: State of Tennewee, and	
The name of the corporation is great Communications Corporation				
if different, the name und	les which the certificate of author	nly is to ac unlained is	•	
2 The state or country w	nder whose law it is incorporated	is Delaware		
3 The date of its incorporation (eration is <u>Fano 10, 1966</u> perpetual, is	(must be month, day, a	nd year), and the period	
4 The complete street as	dress (metading 21p code) of its ;	principa) office sq		
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Street	City	State/Country	Zip Code	
5. The complete street ad a/o C T Corporatio 37902	dres (meludang ibe county and it is 3yetom, 530 Gay Street	he zip code) of its registered office bt, Rauxvilla, Tepnessee	in Tennessee is	
Street	City/Stale	County	Zip Code	
The name of its register	red agent at that office is <u>C. T. C</u>	erporation Avetan		
6 The sames and comple if occurring) Zan Attached list		rp code) of its current officers are		
7 The names and compt		zip code) of its current board of d	irectors are (Atlack	
	17th Atrest, Denver, C.			
	17th Street Denver Co	Colorado 80202 lorado 80202		
8 The corporation is a co	orporation for profit			
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STATE OF TENTESSEE Appendix to Tennessee
Application for Amended Certificate of Authority
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RILEY BLONELL Officers of SECRETAR COMMUnications Corporation

- D. H. Hanson, President 555 17th Street Denver, Colerado 80°02
- S.E. Portas, Swacutive VP/Secretary 555 17th Street Denver, Colorado 80202
- P.R. Geddin, Exec. Vice President 555 17th Street Denver, Colorado 80202
- B. A. Bianchino, Exec. Vice President 555 17th Street Denver, Colorado 80202
- 5. R.E. Pearce, Treasurer 555 17th Street Denver, Colorado 80202
- 6. P. Cole, Comptroller 555 17th Street Denver, Colorado 80202
- A.K. Whitelaw III, Assistant Secretary 555 17th Street Denver, Colorado 80202

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STATE CONTROL Office of the Secretary of State

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RILEY (CONT.)
SECRETARY OF STATE OF THE STATE OF DELANARE, DO HEREBY CERTIFY "QWEST COMMUNICATIONS CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF MAY, A.D 1995.

AND I DO MEREBY FURTHER CERTIFY THAT THE ABBUAL REPORTS HAVE BREN FILED TO DATE.

AND I DO HERESY FURTHER CERTIFY THAT THE PRANCHISE TAXES HAVE BEEN PAID TO DATE.

AUTHENTICATION

DATE

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STATE OF TENNESSEE	REPORT	•	•	**
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SECRETARY OF STATE SUITE 1000, JAMES K. PO	LK BUILDING			
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BET WANT OF SIGNER R S WOODSTUff

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Qwest Communications Corporation, a Delaware corporation (QCC) (formerly known as Evergreen Leasing Corporation from June 10, 1966 to March 20, 1989, and as Southern Pacific Telecommunications Company from March 20, 1989 to April 6, 1995)

Directors:

P. F. Anschutz (alacted December 27, 1995) D. H. Hanson (elected December 27, 1995) D. L. Polson (slucted December 27, 1995)

Officers:

D. H. Hanson (clossed December 27, 1995)	President and Chief Executive Officer
	Executive Vice President & COO - Carrier & Commercial Services
(classed	The services of the services of the services
R. S Woodruff	Executive Vice President - Finance & Chief Financial Officer &
(sin Acd Ducember 27, 1995)	Treasurer
A. J. Brodme (cleaned December 27, 1995)	Senior Vice President - Strategy & Planning
	Senior Vice President - Sales & Marketing
(decad) D. I. O'Callaghan	Senior Vice President - Construction
(cleated December 27, 1995)	The state of the s
A. D. Wandry (cleased December 27, 1995)	Senior Vice President - New Business Development
J. J. DePetro (cleated December 27, 1995)	Vice President - Carrier Services
W. T. Drach (clossed February 1, 1996)	Vice President - Finance, SP Construction Services
T. Forster (elected December 27, 1995)	Vice President - Network Planning & Administration
G. J. Keays (cleated December 27, 1995)	Vice President - Route Development & Business Planning
A. D. Vandervoort (elected December 27, 1995)	Vice President - Operations
R. L. Smith (elected December 27, 1995)	Vice President and Controller
Danny L. Bottoms (cleased May 15, 1996)	Vice President - Construction
R. S. Woodruff (cleaned July 5, 1996)	Secretary
P. S. Henderson (sleeped January 29, 1996)	Assistant Secretary

Revised 7/26/96 i Vegationary/direct doe

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APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Comparison Act pre Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application: SECRETARY OF STATE 1. The true name of the torporation is QMEST Communications Corporation

Delaware

3. The corporation intends to transact business in Tennessee under an assumed corporate name.

4. The assumed corporate name the corporation proposes to use is

ONC

[NOTE: The assumed corporate name must meet the requirements of Section 42-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

June 25, 1997 Signature Date

2. The state or country of incorporation is_

QWEST Communications Corporation

Name of Corporation

Assistant Secretary

Signer's Capacity

Linnea M. Simons Name (typed or printed)

SS-4402 (Re ·. 7/93)

RDA 1720

(TENN. - 1749 - 3/29/94)

さまつち れにんまお APPLICATION FOR REGISTRATION OF ASSUMED CORPORATE NAME

6156460810;

Pursuant to the provisions of Section 48-14-101(d) of the Termessee Business Corporation Act or Section 48-54-101(d) of the Tertacesee Nonprofit Corporation Act, the undersigned corporation hereby submits this application.

1. The true name of the corporation L	west Communications Corporation
2 The state or country of incorporation is	Delaware
3 The corporation intends to transact busi-	ness in Tennessee under an assumed corporate name.
The assumed corporate name the corpor	ration proposes to use is
Owest Network Construction	on Services
[NOTE The assumed corporate name must Corporation Act or Section 48-54-101 of the corporation and the corporation are corporate name must be corporate name and corporate name must be corporate name and corporate name and corporate name must be corporate name and cor	·
Signature Date	Owest Communications Corporation Name of Corporation
Assc. Sacy. Signer's Capacity	Signalure Signalure William M. Simons
	Name (typed or printed)

SS-4402 (Rev. 7/93)

RDA 1720

(TENN. - 1748 - (3/29/94)

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CERTIFICATE OF OWNERSHIP AND MERGER

02 FEB 13 FX 12: 31 SECKET AND FELL

MERGING

PHOENIX NETWORK, INC.

INTO

QWEST COMMUNICATIONS CORPORATION *****

Qwest Communications Corporation, a corporation organized and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the tenth day of June, 1966, pursuant to the General Corporation Law of the State of Delawarn.

SECOND: That this corporation owns all of the outstanding shares of each class of the stock of Phoenix Network, Inc., a corporation incorporated on the seventeenth day of May, 1989, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the attached resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, determined to merge into itself said Phoenix Network, Inc.

POURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be smended or terminesed and abandoned by the Board of Directors of Quest Communications Corporation at any time prior to the time that this Certificate of Ownership and Merger filed with the Secretary of State becomes effective, which filing is conditioned upon the prior approval of the Application for Approval of Pro Forms Corporate Restructuring by the relevant state public service commissions and boards.

FIFTH: This merger will be effective on December 31, 2001.

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P. 93/96

IN WITNESS WHERECF, said Quest Communications Corporation has caused this Cartificate to be signed by Yash A. Rama, its Associate General Commel and Associate Secretary, this 4.5 day of February, 2001.

Yat Alam

Associate General Counsel and Assistant

Secretary

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P.84/86

EXHIBITA

Ununbrous Consent in Lieu of a Meeting of the Board of Directors af **Qwest Communications Corporation**

(See Attached)

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P.05/06

Unanimous consent in Lieu of a Meeting of the Board of Directors of QWEST COMMUNICATIONS CORPORATION

The undersigned, being all of the members of the Board of Directors (the "Board") of Qwest Communications Corporation, a Delaware corporation (the "Company"), acting pursuant to Section 141(1) of the General Corporation Law of the State of Delaware, hereby adopt the following resolutions by written consent in lieu of a meeting:

WHERBAS, the Board has determined that it is advisable and in the best interests of the Company and its sole stockholder to merge with Phoenix Network, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (the "Subsidiary"), pursuant to which the Company will be the surviving corporation in the merger and the Subsidiary will be the merged corporation in the merger (such transaction, the "Merger"); and

WHEREAS, the consumation of the Merger is conditioned upon the approval of an Application for Approval of Pro Forms Corporate Restructuring (the "Application"), in the form substantially attached bursto as Exhibit A, by the relevant states' public service commissions and boards.

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and hereby is, approved, and the President, any Vice President, the Treasurer and the Secretary and Assistant Secretary of the Company (each, an "Authorized Officer"), and any of them acting individually, be, and they hereby are, authorized, empowered and directed for and on behalf of the Company to execute and file a Cartificate of Ownership and Merger of the Company in substantially the form attached baseto as Exhibit E (the "Cartificate"), with such changes or corrections as the Authorized Officer executing the same may approve, such approval to be conclusively evidenced by the execution thereof.

FURTHER RESOLVED, that, upon the prior approval of the Application by the relovant state public service communications and boards, £2 Authorized Officers be, and each of them individually hereby is, authorized, suppowered and directed for and on behalf of the Company to execute, cartify, deliver, file and record all such cartificates, documents and instruments, including, but not limited to the Application, that in the Judgment of the Authorized Officers or any of them may be necessary or in inside to effectuate £3 Marger, to carry out the terms of the Certificate and to carry out each of the foregoing resolutions and the intent and purposes thereof.

FURTHER RESCLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed for, and on behalf of, the Company to take any and all such other actions that in the judgment of the Authorized Officers or any of them may be necessary or advisable to carry into effect the purposes and intent of the furupoing resolutions or the transactions contemplated therein or thereby, such approval to be nonclusively evidenced by the taking of such actions.

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P. 86/86

FURTHER RESOLVED, that any said all ections taken by the Authorized Officers to carry out such intent and purposes prior to the adoption of the foregoing resolutions are hereby satisfied and equilizated by, and adopted so the action of, the Board.

IN WITNESS WHEREOF, the undersigned have executed this Unantimous Consent this 28ch day of February, 2001.

Drahe & Tomoust

Robert S. Wandruff

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Delaware PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO BERENY CERTIFY THE ATTACED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PHOENIX NETWORK, INC.", A DELAMARE CORPORATION,

WITE AND INTO "QUEST COMMUNICATIONS CORPORATION" UNDER THE HAME OF "QWEST COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECRIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.

AUTHENTICATION: 1602746

DATE: 02-07-02

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P. 02/06

ACREEMENT OF MERCER

12 FED 12 No. 2

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ACREMINENT OF MERGER, dated this analiday of February, 2001, pursuant to

Section 251 of the General Corporation Law of the State of Delaware, betwith Quantifications Corporation, a Delaware corporation, and LCI International Telebom Chirp. A OF STATE Delaware corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation.

NOW, THEREPORE, the corporations, parties to this Agreement, in consideration of the munual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Qwest Communications Corporation hereby merges into itself LCI International Telecom Corp., and said LCI International Telecom Corp., shall be, and hereby is, merged into Qwest Corporations Corporation, which shall be the surviving corporation.

SECOND: The Resisted Cartificate of Incorporation of Queen Communications Corporation at heretofore amended and as in effect on the date of the merger shall continue in force as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into theres or other securities of the surviving corporation shall be as follows:

- (a) Each share of capital stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each there of espital seeks of the merged corporation, which shall be outstanding on the effective date of this Agreement and all rights in respect thereto shall forthwith be cancelled. In consideration therefor, Quest Communications Corporation shall issue to LCI International, Inc., the sole stockholder of LCI International Tolocoun Corp., upon the effective date of this merger, a demand promissory note in an amount equal to the fair market value of the assets of LCI International Telecoun Corp. at the time of the interper as determined by an independent appraisar agreed upon by the parties, or if the parties cannot agree, as determined by KPMG LL.

POURTH: The terms and conditions of the marger are as follows:

(a) The bylaws of the enrolving corporation, as they shall exist on the effective data of this Agreement, shall be and remain the bylaws of the surviving corporation until the same thall be abared, amunded or repealed as therein provided.

CCLARGED I

Agreement of Manager

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P. 83/96

Page 21/27

- The directors and officers of the surviving corporatica shall continue in office until the next amount meeting of stockholders and until their successors shall have been elected and qualified.
 - This marger shall become effective on December 31, 2001.
- Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, tradtmarks, licenses, registrations and other assets of every kind and description of the marged corporation shall be transferred to, vested in and devolve upon the serviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and what required by the surviving corporation or by its successors or estime, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or came to be taken such further or other action as the purviving corporation may deem to be necessary or desirable in order to west in and confirm to the surviving corporation title to said possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger bordin provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized, in the name of the merged corporation or otherwise, to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and sheadened by the Board of Directors of any constituent corporation at my time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be emended by the Board of Directors of the constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an emendment made subsequent to the adoption of the Agreement by the stockholders of my constituent conjunction shall not (a) alter or change the amount or kind of shares, socurities, cash, property and/or rights to be received in exchange for, or on conversion of all or any of the shares of any class or series thereof such constituent corporation, (b) after or change any term of the Restated Cartificate of Incorporation of the autiving corporation to be effected by the merger, or (c) after or change any of the terms and conditions of the Agreement if such elteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

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IN WITNESS WHEREOF, the parties to this Agreement, purposent to the approval and extherity duly given by resolutions adopted by their respective Boards of Directors have exused these presents to be exceuted by the Associate General Countril and Assistant Secretary of each these presents to be exceuted by the Associate General Countril and Assistant Secretary of each party hereto as the respective act, deed and agreement of said corporations on this 28th day of February, 2001.

Quest Communications Con a Delaware

Nume: Yash A. Rana
Its: Associate General Counsel and Assistant Sanday

LCI Internet a Delaware de

By: Name Yath A. Rana

Associate General Counsel and Assistant

Secretary

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P. 05/06

Cartificate of the Assistant Secretary
of

Qwest Constructions Companion

I, Yosh A. Rana, Assistant Secretary of Qwest Communications Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Marger to which this certificate is anached, after having bean first duly signed on behalf of the said corporation and hiving bean signed on behalf of LCI International Telecom Corp., a corporation organized and existing under the laws of the State of Delaware, was duly adopted pursuant to section 228 of Title 8 of the Delaware Code by the written consent of the sole stockholder of Qwest Communications Corporation, which Agreement of Marger was thereby adopted as the act of the sole stockholder of said Qwest Communications Corporation and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 20th day of

February, 2001.

Yash A. Rana.

Amjount Secretary

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P. 06/06

Cardificate of the Assistant Socretary of LCI International Telecom Corp.

I, Yath A. Rame, Assistant Secretary of LCI International Telecom Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Qwest Communications Corporation, a corporation organized and existing under the laws of the State of Delaware, was duly adopted pursuant to section 228 of Title 8 of the De aware Code by the written consent of the sole stockholder of LCI International Telecom Corp., which Agreement of Merger was thereby adopted as the act of the sole stockholder of said LCI I attenuational Telecom Corp. and the duly adopted agreement and act of the said corporation.

WITNESS, my hand on this 28th day of February, 2001.

Yash A. Kana,

CPI JOSEPH I

Cartificate of the Audition Secretary

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"LCI INTERNATIONAL TELECOM CORP.", A DELAWARE CORPORATION, WITH AND INTO "QUEST COMMUNICATIONS CORPORATION" UNDER THE NAME OF "QUEST COMMUNICATIONS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2001, AT 6:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE RYPECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001.



Darniet Smith Hindre Harries Smith Windson, Secretary of Space

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AUTHENTICATION: 1602760

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DATE: 02-07-02

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PAGE 25



TENNESSEE SECRETARY OF STATE DIVISION OF BUSINESS SERVICES CERTIFICATIONS UNIT

312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, TN 37243

NOTICE OF INABILITY TO PROCESS REQUEST

6156460810;

. 100 40	Request Number: <u>DIPH20a5</u> Date. <u>7/2/04</u> Total Amount Needed:
We regret that we are unable to process your request for the following checked reasons:	
	Requests for copies and Certificate(s) of Existence/Authorization are considered separate processing requests. An additional amount of \$ is required to complete your request. We have enclosed the portion of your request that we were able to process with the amount already paid.
	A request for copies of documents should be accompanied by payment of the \$20 processing fee PER NAME and PER SET OF COPIES requested.
0	A request for Certificate(s) of Existence/Authorization should be accompanied by payment of the \$20 processing fee PER NAME and PER CERTIFICATE requested.
<u> </u>	We are unable to supply foreign document(s) you have requested. If you can provide us with a file-stamped copy we will certify it for you. We regret any inconvenience this process may cause.
e e	We are unable to supply the requested document(s) 1446 and because of technical problems with the microfilm/optical image in our records. If you can provide us with a file-atamped copy we will certify it for your. We regret any inconvenience this process may cause.
	The attached document is an acknowledgment letter, NOT an invoice; the processing fee for the document you received with the letter was paid for at the time of issuance.
	To avoid an additional processing fee for reissuance of a certificate of existence/authorization, the tax clearance override letter must list an "effective date" that is the same date the original conditions were increased. THE ORIGINAL CERTIFICATE ALLOW DE ATTACHER.
	cortificate was issued. THE ORIGINAL CERTIFICATE MUST ALSO BE ATTACHED.

If you have any questions, please contact our office at the above address, or at 615-741-6488.

JUL 13 2004 14:51 6156460810 PAGE.26 1868 049



Department of State Corporate Filings 312 Eighth Avenue North 6th Floor, William R Se ... Tress Tower Nashmille, 1 1/243

APPLICATION FOR **REGISTRATION OF ASSUMED CORPORATE** NAME

For Office Use Only

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application

- 1. The true name of the corporation is **Qwest Communications Corporation**
- 2. The state or country of incorporation is Delaware
- 3. The corporation intends to transact business in Tennessee under an assumed corporate name
- 4. The assumed corporate name the corporation proposes to use is Owest Long Distance

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act]

Signature Date

Vice President

Signer's Capacity

Qwest Communications Corporation

Name of Corporation

Kelly S. Carter

Name (typed or printed)

\$3-4402 (Rev 4/01)

Filing Fee: \$20

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EXHIBIT C

PRINCIPAL CORPORATE OFFICERS

PRINCIPAL CORPORATE OFFICERS OF QWEST COMMUNICATIONS CORPORATION

Thomas F. Gillett
President
Qwest Communications Corporation

Tom Gillett has over 32 years of diverse telecommunications experience. His career includes work at a venture capital firm, several Board positions, founder of three new telecommunications firms, senior position at Cable Television Laboratories, several roles at GTE, and many assignments with the Bell System (Wisconsin Telephone and New York Telephone). He has testified before Congress and the FCC about the Future of America's Telecommunications Infrastructure and was once selected as Fiber Optics Man of the Year.

His early stage telecommunications efforts include being Entrepreneur-in-Residence at Alta Communications, a venture capital firm in Boston and San Francisco. His work there included finding, assessing, and assisting start-up and existing telecommunications companies. He is on the Board of Directors of amerivault, an Internet security and backup firm, and Sockeye Networks, an Internet routing company.

His last major founding role was as CEO and Chairman of Digital Broadband Communications (DBC). DBC was a DSL start-up in several cities in the Northeast that served enterprise and medium businesses via its own network through its direct sales and service force. It was Cisco's DSL Showcase company, but was unable to close its series D round of financing. Prior to DBC, Gillett held the positions of CTO and then SVP – Business Development at MetroNet, a Canadian CLEC that grew its network to have its own local and long distance network serving all of the major cities in Canada. MetroNet was successfully taken public and then merged with AT&T Canada. Gillett helped raise over \$2B of debt and equity for MetroNet. His first founding role was with Brooks Fiber Properties (BFP), a US CLEC that grew to serve 22 cities with its own local fiber and switching infrastructure. He was President of their first CLEC effort and then President of GLA, an international consulting firm owned by BFP. BFP went public and was then sold to WorldCom.

Prior to BFP he was at Cable Television Laboratories as VP – Business Development and Technology Transfer. Cable Labs is the R&D firm owned by a consortium of most of the cable TV providers. It was in this role that he testified before the US Senate, House and FCC about America's telecom infrastructure.

Before Cable Labs, Gillett was at GTE in their telops headquarters organization where he held several assignments in engineering, business development, marketing, and operations. His last assignment was as Director of their Cerritos experiment, which deployed and assessed new broadband services and infrastructures in the City of Cerritos, California.

His career began with the Bell System where he held roles in engineering, switching administration, budget, and customer support. Gillett holds undergraduate and graduate degrees in Management Engineering and Management from Rensselaer Polytechnic Institute.

Clifford S. Holtz Executive Vice-President – Business Markets Qwest Communications Corporation

Cliff Holtz oversees the sales, marketing and delivery of telecommunications services to all of Qwest's regional, national and global business customers.

Prior to joining Qwest in 2001, Cliff was senior vice president of Gateway, Inc.'s \$5 billion Consumer business. Before joining Gateway, Cliff was AT&T's president of metro markets, a \$4.5 billion business serving small to mid-sized business customers. He also held a variety of general management, operations, strategy, sales and marketing assignments, all with AT&T.

Cliff holds a master of business administration from the University of Chicago and a bachelor of science, magna cum laude, in business administration from the State University of New York in Albany.

Pamela Stegora Axberg
Senior Vice President – Network Operations
Qwest Communications Corporation

As senior vice president for Qwest's Network Operations, Pamela Stegora Axberg oversees the engineering and operations of Qwest's national voice, video, and data networks. Her employees deliver a broad range of high-quality telecommunications services to customers outside Qwest Corporation's 14-state, local-service region. Stegora Axberg also oversees network reliability operations for the company's national network. In her role, she leads more than 3,000 employees.

An 18-year veteran of the telecommunications industry, Stegora Axberg has spent her career together at U S WEST and Qwest holding numerous positions in network operations including data services, network planning, engineering, operations, and product development. Prior to assuming her current position in May 2002, Stegora Axberg was senior vice president over Qwest Corporation's Eastern Region operations delivering telecommunications services to customers in Iowa, Minnesota, Nebraska, North Dakota and South Dakota. During that same time, she also was in charge of Qwest Corporation's 14-state Network Reliability Operations Centers (NROCs). Before that, she led Central Office/Engineering Operations for Qwest Corporation's 14 local-service states.

During her career, Stegora Axberg has been recognized for her service achievements as a President's Club member in 1992 and 1997, and was awarded the President's Club Recognition Gold Medal in 1997. She co-chaired and served as the executive sponsor for the Technical Employee Career Board. She also chaired the Minnesota Pluralism

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Council and the Minnesota Chapter of U S WEST Women. Stegora Axberg is currently the Steering Committee Chair for the Network Reliability and Interoperability Council (NRIC) VI.

Stegora Axberg earned a bachelor of science degree in mathematics from the College of St. Catherine and a master of business administration degree from the University of Minnesota. She, her husband and four children make their home in Minneapolis, Minnesota.

Kelly S. Carter Vice President – Corporate Tax and Assistant Secretary (Qwest Communications Corporation

Kelly S. Carter has led Qwest's tax department since January 1996. In this capacity, Kelly has overall responsibility for the global tax affairs of Qwest Corporation and all its affiliates (including QCC) including U.S. federal taxation, international taxation, state and local taxation, property taxation, tax audits and controversy, and tax research and planning.

Prior to joining Qwest, Kelly was a senior manager with Coopers and Lybrand LLP where during his nine years he consulted with clients in the communications, retail, and manufacturing industries. Kelly also worked for IRECO Incorporated on accounting and systems applications. Kelly received a B.S. in Accounting from Utah State University and a Master of Taxation from the University of Denver. He is a Certified Public Accountant in Colorado (#11475), served on the Board of Directors, Tax Executive Institute Denver Chapter (1999 through 2002), and is a member in the Tax Executives Institute, Inc., the American Institute of Certified Public Accountants, and the Colorado Society of Certified Public Accountants.

EXHIBIT D

ANNUAL REPORT AND 10-K STATEMENT OF QWEST COMMUNICATIONS INTERNATIONAL INC.